

ASSEMBLY BILL

No. 367

Introduced by Assembly Member Brown

February 14, 2013

An act to amend Section 17060 of the Corporations Code, relating to limited liability companies.

LEGISLATIVE COUNSEL'S DIGEST

AB 367, as introduced, Brown. Limited liability companies: filings.

Existing law provides for the formation and governance of various business entities, including, but not limited to, limited liability companies. Existing law requires a limited liability company to file specified documents disclosing information regarding the company with the Secretary of State. Existing law specifies the information to be provided by the limited liability company in the filings, including, but not limited to, the name of the limited liability company and the Secretary of State's file number.

This bill would make a technical, nonsubstantive change to this provision.

Vote: majority. Appropriation: no. Fiscal committee: no.
State-mandated local program: no.

The people of the State of California do enact as follows:

- 1 SECTION 1. Section 17060 of the Corporations Code is
- 2 amended to read:
- 3 17060. (a) Every limited liability company and every foreign
- 4 limited liability company registered to transact intrastate business
- 5 in this state shall file within 90 days after the filing of its original

1 articles of organization and biennially thereafter during the
2 applicable filing period, on a form prescribed by the Secretary of
3 State, a statement containing:

4 (1) The name of the limited liability company and the Secretary
5 of State's file number and, in the case of a foreign limited liability
6 company, the state under the laws of which it is organized.

7 (2) The name and street address of the agent for service of
8 process required to be maintained pursuant to subdivision (b) of
9 Section 17057. If a corporate agent is designated, only the name
10 of the agent shall be set forth.

11 (3) The street address of its principal executive office. In the
12 case of a domestic limited liability company, the street address of
13 the office required to be maintained pursuant to Section 17057,
14 and in the case of a foreign limited liability company, the street
15 address of its principal business office in this state, if any.

16 (4) The mailing address of the limited liability company or
17 foreign limited liability company, if different from the street
18 address of its principal executive office or principal business
19 address in this state, or in the case of a domestic limited liability
20 company, the office required to be maintained pursuant to Section
21 17057.

22 (5) The name and complete business or residence addresses of
23 any manager or managers and the chief executive officer, if any,
24 appointed or elected in accordance with the articles of organization
25 or operating agreement or, if no manager has been so elected or
26 appointed, the name and business or residence address of each
27 member.

28 (6) If the limited liability company chooses to receive renewal
29 notices and any other notifications from the Secretary of State by
30 electronic mail instead of by United States mail, the limited liability
31 company shall include a valid electronic mail address for the
32 limited liability company or for the limited liability company's
33 designee to receive those notices.

34 (7) The general type of business that constitutes the principal
35 business activity of the limited liability company (for example,
36 manufacturer of aircraft; ~~wholesale liquor distributor; or retail~~
37 ~~department store~~) *retail department store; or wholesale liquor*
38 *distributor*).

39 (b) If there has been no change in the information in the last
40 filed statement of the limited liability company on file in the

1 Secretary of State's office, the limited liability company may, in
2 lieu of filing the statement required by subdivision (a), advise the
3 Secretary of State, on a form prescribed by the Secretary of State,
4 that no changes in the required information have occurred during
5 the applicable filing period.

6 (c) For the purposes of this section, the applicable filing period
7 for a limited liability company shall be the calendar month during
8 which its original articles of organization were filed or, in the case
9 of a foreign limited liability company, the month during which its
10 application for registration was filed, and the immediately
11 preceding five calendar months. The Secretary of State shall
12 provide a notice to each limited liability company to comply with
13 this section approximately three months prior to the close of the
14 applicable filing period. The notice shall state the due date for
15 compliance and shall be sent to the last address of the limited
16 liability company according to the records of the Secretary of State
17 or to the last electronic mail address according to the records of
18 the Secretary of State if the limited liability company has elected
19 to receive notices from the Secretary of State by electronic mail.
20 The failure of the limited liability company to receive the form
21 shall not exempt the limited liability company from complying
22 with this section.

23 (d) Whenever any of the information required by subdivision
24 (a) changes, other than the name and address of the agent for
25 service of process, or whenever the street address, mailing address,
26 or electronic mail address of the limited liability company changes,
27 the limited liability company may file a current statement
28 containing all the information required by subdivision (a).
29 Whenever changing its agent for service of process or whenever
30 the address of the agent changes, or whenever the street address,
31 mailing address, or electronic mail address of the limited liability
32 company changes, the limited liability company shall file a current
33 statement containing all the information required by subdivision
34 (a). Whenever any statement is filed pursuant to this section, that
35 statement supersedes any previously filed statement pursuant to
36 this section, the statement in the original articles of organization,
37 and the statement in any previously filed restated articles of
38 organization that have been filed, or in the case of a foreign limited
39 liability company, in the application for registration.

1 (e) The Secretary of State may destroy or otherwise dispose of
2 any statement filed pursuant to this section after it has been
3 superseded by the filing of a new statement.

4 (f) This section shall not be construed to place any person
5 dealing with the limited liability company on notice of, or under
6 any duty to inquire about, the existence or content of a statement
7 filed pursuant to this section.